

RECORDATION NO. 23437-A FILED

MAR 30 '01 3-06 PM

TS  
SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

March 30, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Assignment of Leases as Collateral, dated as of March 30, 2001, dated as of March 30, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease and Lease Supplement and Acceptance Certificate No. 1 which is being filed with the Board under Recordation Number 23437.

The names and addresses of the parties to the enclosed document are:

Assignor: GWI Leasing Corporation  
71 Lewis Street  
Greenwich, Connecticut 06803

Assignee: Comerica Leasing Corporation  
29201 Telegraph Road  
Southfield, Michigan 48034

Mr. Vernon A. Williams  
March 30, 2001  
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A description of the railroad equipment covered by the enclosed document is:

Twenty-seven (27) locomotives with the road marks BPRR, GNWR, QGRY, RLIX and SAVANNAH, and with the road numbers set forth in the attached Schedule A.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Leases as Collateral, dated as of March 30, 2001, between GVI Leasing Corporation, Assignor, and Comerica Leasing Corporation, Assignee, covering twenty-seven (27) locomotives with the road marks BPRR, GNWR, QGRY, RLIX and SAVANNAH, and with the road numbers set forth in the attached Schedule A.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg  
Enclosures

**SCHEDULE A**

Locomotives

BPRR 1508

BPRR 1510

GNWR 317

GNWR 349

GNWR 1000

QGRY 1500 – QGRY 1502

QGRY 1504 – QGRY 1505

QGRY 2004 – QGRY 2009

QGRY 2500 – QGRY 2502

RLIX 300

RLIX 331

RLIX 336

RLIX 339 - RLIX 340

RLIX 357

RLIX 392

SAVANNAH 1001

## MEMORANDUM OF ASSIGNMENT OF LEASES AS COLLATERAL

MAR 30 '01

3-06 PM

## SURFACE TRANSPORTATION BOARD

Memorandum of Assignment of Leases as Collateral, made and entered into as of March 30, 2001, by and between Comerica Leasing Corporation, a Michigan corporation, as Lessor ("Lessor"), and GWI Leasing Corporation, a Delaware corporation, as Lessee ("Lessee").

## WITNESSETH:

1. Lessee and Lessor have entered into that certain Assignment of Lease as Collateral dated as of March 30, 2001 (the "Assignment Agreement"), whereby Lessee has assigned and set over to Lessor, Lessee's rights and remedies under a Sub-Lease Agreement dated March 30, 2001 between Lessee as Sub-Lessor and Buffalo & Pittsburgh Railroad, Inc., as Sub-Lessee for certain railroad equipment bearing reporting marks as listed in Section 1 to Exhibit A hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Sub-Lease Agreement.

2. Lessee and Lessor have entered into that certain Assignment of Lease as Collateral dated as of March 30, 2001 (the "Assignment Agreement"), whereby Lessee has assigned and set over to Lessor, Lessee's rights and remedies under a Sub-Lease Agreement dated March 30, 2001 between Lessee as Sub-Lessor and Genesee & Wyoming Railroad Company, as Sub-Lessee for certain railroad equipment bearing reporting marks as listed in Section 2 to Exhibit A hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Sub-Lease Agreement.

3. Lessee and Lessor have entered into that certain Assignment of Lease as Collateral dated as of March 30, 2001 (the "Assignment Agreement"), whereby Lessee has assigned and set over to Lessor, Lessee's rights and remedies under a Sub-Lease Agreement dated March 30, 2001 between Lessee as Sub-Lessor and Quebec Gatineau Railway, as Sub-Lessee for certain railroad equipment bearing reporting marks as listed in Section 3 to Exhibit A hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Sub-Lease Agreement.

4. Lessee and Lessor have entered into that certain Assignment of Lease as Collateral dated as of March 30, 2001 (the "Assignment Agreement"), whereby Lessee has assigned and set over to Lessor, Lessee's rights and remedies under a Sub-Lease Agreement dated March 30, 2001 between Lessee as Sub-Lessor and Rail Link, Inc., as Sub-Lessee for certain railroad equipment bearing reporting marks as listed in Section 4 to Exhibit A hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Sub-Lease Agreement.

5. Lessee and Lessor have entered into that certain Assignment of Lease as Collateral dated as of March 30, 2001 (the "Assignment Agreement"), whereby Lessee has assigned and set over to Lessor, Lessee's rights and remedies under a Sub-Lease Agreement dated March 30, 2001 between Lessee as Sub-Lessor and Savannah Port Terminal Railroad, as Sub-Lessee for certain railroad equipment bearing reporting marks as listed in Section 5 to Exhibit A

hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Sub-Lease Agreement.

6. This Memorandum may be executed in as many counterparts as shall be determined by the parties hereto when so executed, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

**IN WITNESS WHEREOF**, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

LESSOR

COMERICA LEASING CORPORATION, a  
Michigan corporation

By: Brian M. Ris  
Brian M. Ris

Its: Vice President

LESSEE

GWI LEASING CORPORATION, a  
Delaware corporation

By: \_\_\_\_\_

Its: \_\_\_\_\_

STATE OF MICHIGAN            )  
  ) ss  
COUNTY OF OAKLAND        )

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of  
March, 2001, by Brian M. Ris, Vice President of Comerica Leasing Corporation,  
a Michigan corporation, on behalf of the said corporation.

**BARBARA ANN JESTER**  
Notary Public, Jackson County, Michigan  
Acting in Oakland County  
My Commission Expires May 9, 2001

Barbara Ann Jester  
\_\_\_\_\_  
Notary Public  
\_\_\_\_\_  
County, Michigan  
My Commission Expires: \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
  ) ss  
COUNTY OF \_\_\_\_\_ )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of  
March, 2001, by \_\_\_\_\_, \_\_\_\_\_ of GWI Leasing  
Corporation, a Delaware corporation, on behalf of the said corporation.

\_\_\_\_\_  
\_\_\_\_\_, Notary Public  
\_\_\_\_\_  
County, \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

LESSOR

COMERICA LEASING CORPORATION, a  
Michigan corporation

By: \_\_\_\_\_  
Brian M. Ris

Its: Vice President

LESSEE

GWI LEASING CORPORATION, a  
Delaware corporation

By: Thomas P. Loftus

Its: Vice President

STATE OF MICHIGAN       )  
                                  ) ss  
COUNTY OF \_\_\_\_\_ )

The foregoing instrument was acknowledged before me this \_\_\_\_ day of  
March, 2001, by Brian M. Ris, Vice President of Comerica Leasing Corporation,  
a Michigan corporation, on behalf of the said corporation.

\_\_\_\_\_, Notary Public  
\_\_\_\_\_, County, Michigan  
My Commission Expires: \_\_\_\_\_

STATE OF CONNECTICUT,  
                                  ) ss  
COUNTY OF FAIRFIELD )

The foregoing instrument was acknowledged before me this 30th day of  
March, 2001, by Thomas P. Loftus, Vice President of GWI Leasing  
Corporation, a Delaware corporation, on behalf of the said corporation.

Virginia M. Reeves  
\_\_\_\_\_, Notary Public  
\_\_\_\_\_, County,  
My Commission Expires: \_\_\_\_\_

VIRGINIA M. REEVES  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MAR. 31, 2003

**EXHIBIT A TO  
MEMORANDUM OF ASSIGNMENT OF LEASES AS COLLATERAL**

**SECTION 1 - Buffalo & Pittsburgh Railroad, Inc.**

Equipment Type	Prior Marks	Existing Marks
SW-1500	CR 9513	BPRR 1508
SW-1500	CR 9614	BPRR 1510

**SECTION 2 - Genesee & Wyoming Railroad Company**

Equipment Type	Prior Marks	Existing Marks
SW-1500	CR 9617	GNWR 317
SW-1500	CR 9549	GNWR 349
SW-1000	CR 9405	GNWR 1000

**SECTION 3 - Quebec Gatineau Railway**

Equipment Type	Prior Marks	Existing Marks
SW-1500	CR 9534	QGRY 1500
SW-1500	CR 9508	QGRY 1501
SW-1500	CR 9580	QGRY 1502
SW-1500	CR 9509	QGRY 1504
SW-1500	CR 9538	QGRY 1505
GP-38	CSX 2119	QGRY 2004
GP-38	CSX 2048	QGRY 2005
GP-38M	CR 7635	QGRY 2006
GP-38	CR 7676	QGRY 2007
GP-38	CR 7687	QGRY 2008
GP-38	CR 7700	QGRY 2009
GP-35R	SP 6343	QGRY 2500
GP-35R	SP 6351	QGRY 2501
GP-35R	SP 6346	QGRY 2502



**SECTION 4 - Rail Link, Inc.**

Equipment Type	Prior Marks	Existing Marks
SW-1500	CR 9500	RLIX 300
SW-1500	CR 9517	RLIX 331
SW-1500	CR 9536	RLIX 336
SW-1500	CR 9539	RLIX 339
SW-1500	CR 9540	RLIX 340
SW-1500	CR 9557	RLIX 357
SW-1500	CR 9592	RLIX 392

**SECTION 5 - Savannah Port Terminal Railroad**

Equipment Type	Prior Marks	Existing Marks
SW-1000	CR 9424	SAVANNAH 1001